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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in DINGYI GROUP INVESTMENT LIMITED, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.



**DINGYI GROUP INVESTMENT LIMITED**

**鼎億集團投資有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 508)**

**PROPOSED APPOINTMENT OF AUDITOR  
AND  
NOTICE OF SPECIAL GENERAL MEETING**

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Capitalised terms used in the lower portion of this cover page and the inside cover page of this circular shall have the same respective meanings as those defined in the section headed “DEFINITIONS” of this circular.

A notice convening the SGM to be held at Unit 2703, 27/F., Convention Plaza – Office Tower, 1 Harbour Road, Wanchai, Hong Kong on Monday, 31 March 2025 at 3:30 p.m. is set out on pages 6 to 7 of this circular. A form of proxy for use in connection with the SGM is enclosed with this circular. If you are not able to attend the SGM but wish to exercise your right as a Shareholder, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return the completed form of proxy to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for holding the SGM or its adjournment (i.e. not later than 3:30 p.m. on Saturday, 29 March 2025). Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or its adjournment if you so wish. If you attend and vote at the SGM, the authority of your proxy will be deemed to be revoked.

This circular together with the form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.dingyi.hk](http://www.dingyi.hk)).

12 March 2025

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*This circular is prepared in both English and Chinese. In the event of any inconsistency, the English text of this circular will prevail.*

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions shall have the following respective meanings:*

“2024 AGM”	the annual general meeting of the Company held on 26 September 2024
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“Bye-Laws”	the existing bye-laws of the Company, as supplemented or otherwise modified from time to time
“Chairman”	the chairman of the Board
“Company”	DINGYI GROUP INVESTMENT LIMITED, a company incorporated in Bermuda with limited liability, whose issued Shares are listed and traded on the Stock Exchange (stock code: 508)
“Confucius International”	Confucius International CPA Limited
“Director(s)”	the director(s) of the Company
“Elite Partners”	Elite Partners CPA Limited
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	10 March 2025, being the latest practicable date for ascertaining certain information prior to the printing of this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“PRC”	the People’s Republic of China, excluding Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan

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## DEFINITIONS

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“Proposed Appointment of Auditor”	the proposed appointment of Confucius International as the new auditor of the Company
“SGM”	the special general meeting of the Company to be held at Unit 2703, 27/F., Convention Plaza – Office Tower, 1 Harbour Road, Wanchai, Hong Kong on Monday, 31 March 2025 at 3:30 p.m.
“Share(s)”	ordinary share(s) of par value of HK\$0.1 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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LETTER FROM THE BOARD

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**DINGYI GROUP INVESTMENT LIMITED**

**鼎億集團投資有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 508)**

*Executive Directors:*

Mr. SU Xiaonong (*Chief Executive Officer*)

Mr. ZENG Shan

*Non-executive Directors:*

Mr. YUE Ying (*Chairman*)

Ms. LIU Miaomiao

*Independent Non-executive Directors:*

Mr. CHOW Shiu Ki

Mr. IP Chi Wai

Mr. CHEUNG Chi Wai

*Registered Office:*

Victoria Place, 5th Floor

31 Victoria Street

Hamilton HM 10

Bermuda

*Principal Place of Business*

*in Hong Kong:*

Unit 2703, 27/F.

Convention Plaza – Office Tower

1 Harbour Road

Wanchai, Hong Kong

12 March 2025

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED APPOINTMENT OF AUDITOR  
AND  
NOTICE OF SPECIAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with further information regarding the Proposed Appointment of Auditor and to give you the notice of the SGM, in order to enable you to make an informed decision as to whether to vote for or against the ordinary resolution relating to the Proposed Appointment of Auditor.

**PROPOSED APPOINTMENT OF AUDITOR**

Reference is made to the announcements of the Company dated 24 September 2024 in relation to the retirement of auditor and withdrawal of ordinary resolution no. 3 at the 2024 AGM (the “**Retirement Announcement**”) and dated 27 February 2025 in relation to the Proposed Appointment of Auditor (the “**Appointment Announcement**”).

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## LETTER FROM THE BOARD

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Elite Partners had retired as the auditor of the Company upon expiration of its term of office at the conclusion of the 2024 AGM. The Company received a letter dated 24 September 2024 from Elite Partners confirming there were no matters connected with their retirement which should be brought to the attention of the Shareholders or creditors of the Company. The Board and the Audit Committee confirm that there is no disagreement between Elite Partners and the Company. Save as disclosed in the Retirement Announcement, the Board and the Audit Committee are not aware of any matters or circumstances in respect of the retirement of Elite Partners as the auditor of the Company that need to be brought to the attention of the Shareholders.

In view of the vacancy in the office of auditor following the retirement of Elite Partners, the Board has resolved, on the recommendation of the Audit Committee, to propose the appointment of Confucius International as the new auditor, and to hold office until the conclusion of the next annual general meeting of the Company to be held in 2025, subject to the approval of the Shareholders at the SGM.

In assessing the appointment of Confucius International as the auditor of the Company, the Audit Committee has considered a number of factors, including but not limited to (i) its proposed audit fee; (ii) its extensive experience, industry knowledge, and technical competence in providing audit work to listed companies; (iii) its independence and objectivity; (iv) its market reputation; (v) its resources and capabilities, including the size and structure of the proposed audit team; and (vi) the guidelines issued by the Accounting and Financial Reporting Council.

Based on the above, the Audit Committee has assessed and considered that Confucius International is eligible to act as the new auditor of the Company. The Board and the Audit Committee are of the view that the Proposed Appointment of Auditor is in the interests of the Company and the Shareholders as a whole.

### **SPECIAL GENERAL MEETING AND PROXY ARRANGEMENT**

The Company will convene the SGM at Unit 2703, 27/F., Convention Plaza – Office Tower, 1 Harbour Road, Wanchai, Hong Kong on Monday, 31 March 2025 at 3:30 p.m., at which an ordinary resolution will be proposed for the purpose of considering and, if thought fit, approving the appointment of Confucius International as the Company's auditor. The notice convening the SGM is set out on pages 6 to 7 of this circular.

A form of proxy for use in connection with the SGM is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.dingyi.hk](http://www.dingyi.hk)). If you are not able to attend the SGM but wish to exercise your right as a Shareholder, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return the completed form of proxy to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible but in any event not later than 48 hours before the time appointed for holding the SGM

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## LETTER FROM THE BOARD

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or its adjournment (i.e. not later than 3:30 p.m. on Saturday, 29 March 2025). Completion and return of the form of proxy will not preclude any Shareholder from attending and voting in person at the SGM or its adjournment should he/she/it so wishes. If the Shareholder attends and votes at the SGM, the authority of the proxy will be revoked.

### **Voting by poll**

Pursuant to Rule 13.39(4) of the Listing Rules and the Bye-Laws, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, the resolution to be proposed at the SGM and contained in the notice of the SGM will be voted by way of a poll by the Shareholders. An announcement on the poll result will be published by the Company after the SGM in the manner prescribed under the Listing Rules.

### **RESPONSIBILITY STATEMENT**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters, the omission of which would make any statement herein or this circular misleading.

### **RECOMMENDATION**

The Directors consider that the Proposed Appointment of Auditor is in the interests of the Company and Shareholders and accordingly recommend that all Shareholders vote in favour of the resolution as set out in the notice of the SGM.

Yours faithfully,  
For and on behalf of the Board  
**DINGYI GROUP INVESTMENT LIMITED**  
**YUE Ying**  
*Chairman*

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NOTICE OF SPECIAL GENERAL MEETING

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**DINGYI GROUP INVESTMENT LIMITED**

**鼎億集團投資有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 508)**

**NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the special general meeting (the “**SGM**”) of DINGYI GROUP INVESTMENT LIMITED (the “**Company**”) will be held at Unit 2703, 27/F., Convention Plaza – Office Tower, 1 Harbour Road, Wanchai, Hong Kong on Monday, 31 March 2025 at 3:30 p.m. (or the adjournment thereof) to consider and, if thought fit, passing, with or without modifications, the following resolution as an ordinary resolution of the Company:

**ORDINARY RESOLUTION**

1. “**THAT** Confucius International CPA Limited be and is hereby appointed as the auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company and that the board of directors of the Company be authorized to fix the auditor’s remuneration.”

By order of the Board  
**DINGYI GROUP INVESTMENT LIMITED**  
**YUE Ying**  
*Chairman*

Hong Kong, 12 March 2025

*Registered Office:*

Victoria Place, 5th Floor  
31 Victoria Street  
Hamilton HM 10  
Bermuda

*Principal Place of Business in Hong Kong:*

Unit 2703, 27/F.  
Convention Plaza – Office Tower  
1 Harbour Road  
Wanchai, Hong Kong

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## NOTICE OF SPECIAL GENERAL MEETING

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*Notes:*

1. Any member of the Company (the “**Member**”) entitled to attend and vote at the SGM or its adjourned meeting (as the case may be) is entitled to appoint one or more persons to attend and vote instead of him/her/it. A proxy need not be a Member but must be present in person at the SGM to represent the Member. If more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which such proxy is so appointed.
2. Completion and return of the form of proxy will not preclude a Member from attending and voting in person at the SGM or the poll concerned if he/she/it so wishes. In the event of a Member who has lodged a form of proxy attending the SGM, the form of proxy will be deemed to have been revoked.
3. In order to be valid, the duly completed and signed form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority, at the office of the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for holding the SGM or its adjournment.
4. For determining the entitlement of the Members to attend and vote at the SGM, the register of members of the Company will be closed from Wednesday, 26 March 2025 to Monday, 31 March 2025 (both dates inclusive), during which period no transfer of Shares will be effected. To qualify for attending and voting at the SGM, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 25 March 2025.
5. In compliance with Rule 13.39(4) of the Listing Rules, voting on the proposed resolution set out in this Notice will be decided by way of a poll.
6. In the case of joint holders of a Share, any one of such joint holders may vote, either personally or by proxy, in respect of such Share as if he/she were solely entitled thereto; but if more than one of such joint holders are present at the SGM personally or by proxy, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand on the register of Members in respect of the joint holding.
7.
  - (a) If a tropical cyclone warning signal No. 8 or above or a black rainstorm warning signal is lowered or cancelled three hours or more before the time fixed for holding the SGM and where conditions permit, the SGM will be held as scheduled.
  - (b) The SGM will be held as scheduled when an amber or a red rainstorm warning signal is in force.
  - (c) After considering their own situations, the Members should decide on their own as to whether they would attend the SGM under any bad weather condition and if they do so, they are advised to exercise care and caution.
8. As at the date of this notice, the Board comprises Mr. SU Xiaonong (Chief Executive Officer) and Mr. ZENG Shan as Executive Directors; Mr. YUE Ying (Chairman) and Ms. LIU Miaomiao as Non-executive Directors; and Mr. CHOW Shiu Ki, Mr. IP Chi Wai and Mr. CHEUNG Chi Wai as Independent Non-executive Directors.